

FILED
In the office of the Secretary of State
of the State of California

MAR 17 2006

ARTICLES OF INCORPORATION
OF
HAPPY PUPPET PRODUCTIONS, INC.

ARTICLE I

The name of this corporation is:

HAPPY PUPPET PRODUCTIONS, INC.

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The name and address in the State of California of this corporation's initial agent for service of process is:

Donald Mink
427 S. Victory Boulevard
Burbank, California 91502

ARTICLE IV

The corporation is authorized to issue one class of stock and the number of shares of stock the corporation is authorized to issue is one thousand (1,000).

ARTICLE V

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

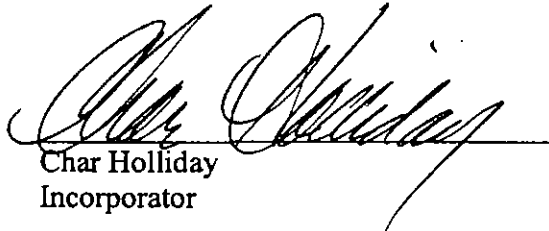
ARTICLE VI

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) to the fullest extent permissible under California law.

ARTICLE VII

Any repeal or modification of the provisions of Articles V or VI or this Article VII by the shareholders of the corporation shall not adversely affect any right or protection of a director or agent of this corporation existing at the time of such repeal or modification.

Dated: March 16, 2006


Char Holliday
Incorporator